



Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

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April 26, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

RECORDATION NO. 29754 FILED

APR 26 '11 -1 0.5 PM

SURFACE TRANSPORTATION BOARD

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Lease dated February 24, 2011 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: Columbus and Greenville Railway Company
201 19th Street North
Columbus, MS 39701

A description of the railroad equipment covered by the enclosed document is:

83 steel covered coil cars within the series ATW 496590 - ATW 496724 as more particularly set forth in the exhibit attached to the document.

This filing is to appear in the index as follows: Memorandum of Lease.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/s/ Christine Peterson

Christine Peterson
Contract Administrator/Paralegal

Enclosure

RECORDATION NO. 29754 FILED

APR 26 '11 -1 05 PM

SOUTHERN TRANSPORTATION BOARD

**MEMORANDUM OF LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")

AND
COLUMBUS AND GREENVILLE RAILWAY COMPANY
("LESSEE")**

FEBRUARY 24, 2011

This Memorandum of Lease Agreement made and entered into as of February 24, 2011 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("**Lessor**") and Columbus and Greenville Railway Company, a Mississippi corporation ("**Lessee**").

· WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor eighty-three (83) 110 Ton 42'0" Steel Covered Coil Car, longitudinal trough, 286K GRL Railcars bearing marks and numbers as follows:


See attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

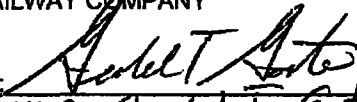
LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: John O'Brien
Title: President

LESSEE:

COLUMBUS AND GREENVILLE
RAILWAY COMPANY

By: 
Print Name: Gerald T. Gates
Title: Vice-President

STATE OF ILLINOIS

COUNTY OF COOK

On this 2nd day of March, 2011, before me personally appeared John O' Bryan, to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C Peterson
NOTARY PUBLIC

My commission expires: July 7, 2012



STATE OF Florida

COUNTY OF Duval

On this 28 day of Feb, 2011, before me personally appeared Gerald T. Gates, to me personally known, who being by me duly sworn, says that he is the President of Columbus and Greenville Railway Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Karen R. McClaskey
NOTARY PUBLIC

My commission expires: 6/26/11



EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	ATW	496590	43	ATW	496662
2	ATW	496591	44	ATW	496664
3	ATW	496593	45	ATW	496665
4	ATW	496594	46	ATW	496667
5	ATW	496596	47	ATW	496670
6	ATW	496597	48	ATW	496671
7	ATW	496598	49	ATW	496673
8	ATW	496601	50	ATW	496674
9	ATW	496603	51	ATW	496675
10	ATW	496604	52	ATW	496677
11	ATW	496606	53	ATW	496678
12	ATW	496607	54	ATW	496679
13	ATW	496608	55	ATW	496683
14	ATW	496611	56	ATW	496686
15	ATW	496612	57	ATW	496687
16	ATW	496613	58	ATW	496689
17	ATW	496616	59	ATW	496690
18	ATW	496618	60	ATW	496692
19	ATW	496619	61	ATW	496693
20	ATW	496620	62	ATW	496694
21	ATW	496621	63	ATW	496695
22	ATW	496622	64	ATW	496696
23	ATW	496623	65	ATW	496698
24	ATW	496625	66	ATW	496699
25	ATW	496626	67	ATW	496700
26	ATW	496628	68	ATW	496701
27	ATW	496631	69	ATW	496702
28	ATW	496635	70	ATW	496703
29	ATW	496637	71	ATW	496704
30	ATW	496638	72	ATW	496705
31	ATW	496639	73	ATW	496708
32	ATW	496640	74	ATW	496711
33	ATW	496641	75	ATW	496712
34	ATW	496643	76	ATW	496716
35	ATW	496644	77	ATW	496717
36	ATW	496646	78	ATW	496718
37	ATW	496650	79	ATW	496719
38	ATW	496651	80	ATW	496721
39	ATW	496653	81	ATW	496722
40	ATW	496655	82	ATW	496723
41	ATW	496659	83	ATW	496724
42	ATW	496660			